

HILL VERNON W II  
Form 4/A  
January 25, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HILL VERNON W II

2. Issuer Name and Ticker or Trading Symbol  
COMMERCE BANCORP INC /NJ/  
[CBH]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/20/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, CEO & President

COMMERCE BANCORP,  
INC., 1701 ROUTE 70 EAST  
  
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/24/2005

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHERRY HILL, NJ 08034

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code					5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			(Instr. 8)	(Instr. 3, 4 and 5)	(A) or (D)	Code	V			
Common Stock	01/20/2005		G	V	1,000	D	\$ 0	672,229	D	
Common Stock								43,936	I	By Wife
Common Stock								35,748	I	InterArch
Common Stock								162,904	I	InterArch PS PPlan
Common Stock								122,786	I	Hill Family Trust

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Common Stock						134,798	I	Hill Foundation
Common Stock	01/20/2005	J <sup>(1)</sup>	173	A	\$ 57.7	0	I	J.V. Properties
Common Stock	01/20/2005	L <sup>(2)</sup>	319	A	\$ 57.7	152,548	I	J.V. Properties
Common Stock						145,542	I	S.J. Dining
Common Stock						148,666	I	U.S. Restaurants
Common Stock						103,680	I	Site Development
Common Stock						4,473	I	Galloway National Golf
Common Stock						2,835	I	401(k)
Common Stock						37,146	I	ESOP Allocation

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILL VERNON W II COMMERCE BANCORP, INC. 1701 ROUTE 70 EAST CHERRY HILL, NJ 08034	X		Chairman, CEO & President	

## Signatures

Vernon W. Hill, II	01/25/2005
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) J - Purchase under DRIP
- (2) L- Dividend Reinvestment

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.